



公 司 註 冊 處
COMPANIES REGISTRY

香港金鐘道六十六號
金鐘道政府合署十五樓

QUEENSWAY GOVERNMENT OFFICES
15TH FLOOR, 66 QUEENSWAY
HONG KONG

檔號 REF.: CR HQ/1-50/15 Pt. 3

電話 TEL.: (852) 2867 4570

傳真 FAX: (852) 2899 2618

電郵 E-MAIL: crenq@cr.gov.hk

網址 WEBSITE: www.cr.gov.hk

21 January 2011

COMPANIES REGISTRY EXTERNAL CIRCULAR NO. 1/2011

Commencement of Parts 2 and 5 of Companies (Amendment) Ordinance 2010 and Implementation of One-stop Company and Business Registration Service

This circular announces that, **with effect from 21 February 2011**, Parts 2 and 5 of the Companies (Amendment) Ordinance 2010 will come into operation. A one-stop company and business registration service will also be implemented on 21 February 2011 upon the commencement of the Business Registration (Amendment) Ordinance 2010 on the same day. The relevant commencement notices (L.N. 168 and 169 of 2010) were gazetted on 10 December 2010.

Companies (Amendment) Ordinance 2010 (“Amendment Ordinance”) – Major Changes

2. The main purposes of the amendments in Parts 2 and 5 of the Amendment Ordinance are to facilitate electronic company incorporation and electronic filing of documents with the Companies Registry (“the Registry”). The amendments streamline the procedures for company incorporation and provide for electronic communications with the Registrar of Companies (“the Registrar”), including the delivery of documents to the Registrar in the form of electronic records and the signing of documents using digital signatures or passwords. The Registrar is also empowered to issue certificates in the form of electronic records. Particulars of the major legislative changes are outlined at **Annex 1**.

3. Given the huge number of forms involved, the Registry will introduce new services for electronic submission of documents under the Companies Ordinance (“CO”) by stages. The first stage, which provides for electronic submission of specified forms/documents for company incorporation and change of company name of local companies, will be implemented in the first quarter of 2011. The format and manner of delivery to the Registrar of specified forms/documents in the form of electronic records will be specified by the Registrar before the launch of new electronic services.

One-stop Company and Business Registration Service (“One-stop Registration Service”)

4. Starting from 21 February 2011, the Registry and the Inland Revenue Department (“IRD”) will jointly implement the One-stop Registration Service. Any person who applies for incorporation of a local company or registration of a non-Hong Kong company under the CO will be deemed to have made a simultaneous application for business registration. Pursuant to the new sections 5A(1) and 5B(1) of the Business Registration Ordinance (“BRO”), the “Notice to Business Registration Office” (i.e. IRBR1 and IRBR2 for local and non-Hong Kong companies respectively at **Annexes 2a and 2b**) must be submitted together with the prescribed business registration fee and levy at the time when an application for incorporation of a local company or registration of a non-Hong Kong company is made with the Registry¹.

5. Upon approval of an application for company incorporation or registration, the Registrar will issue a Certificate of Incorporation/Registration and the Business Registration Certificate in one go. The Certificates (specimens at **Annexes 3a to 3c**) will be issued in hard copy form on A4 size white papers for paper applications and in electronic form for electronic applications. Certificates in paper form or electronic form have the same legal effect.

One-stop Notification of Changes of Particulars

6. Currently, a company is required under the CO and BRO to notify the Registrar and the Commissioner of Inland Revenue (“the Commissioner”) respectively of changes in company particulars. Pursuant to the new section 8(2B) of BRO, where companies have filed notifications with the Registrar reporting changes of the following particulars, the Registrar will transmit the particulars to the Commissioner after the related notice or return is registered or recorded and, on the registration or recording, the company is deemed to have notified the Commissioner of the relevant changes under the BRO:-

For local companies

- change of company name
- change of address of registered office

For non-Hong Kong companies

- change of corporate name
- change of address of principal place of business in Hong Kong
- alteration of authorized representative or an alteration of name and address of authorized representative

¹ Where a non-Hong Kong company has already registered its business under the BRO prior to its application for registration under Part XI of the CO, it must submit IRBR2 with Form N1 for registration under the CO to indicate that its business has been so registered. The business registration number of the company must be stated on the IRBR2.

7. For the avoidance of doubt, notwithstanding that the change of address of registered office of a local company and principal place of business in Hong Kong of a non-Hong Kong company are covered by the one-stop notification service, the requirement for companies to notify the Commissioner of a change of business address under the BRO remains unchanged. Where the business address of a company is the same as its registered office address (for a local company) or the principal place of business in Hong Kong (for a non-Hong Kong company), the company concerned is still required to notify the Business Registration Office of IRD of the change of business address by submitting a written notification or a completed IRC3111A. Form IRC3111A can be downloaded from the website of IRD (www.ird.gov.hk).

Revised / New Specified Forms

8. The Registrar has revised the incorporation forms (i.e. Form NC1 for companies limited by shares and Form NC1G for companies not limited by shares) and specified a new Form NC3 “Consent to Act as First Director” for use **with effect from 21 February 2011**. The forms were published in the Gazette on 21 January 2011 (G.N. 460 and 461). Stocks of old Forms NC1 and NC1G may however be used up to 30 April 2011.

9. The new and revised specified forms can be downloaded from the “Public Forms” – “Specified Forms” section on the Registry’s website at www.cr.gov.hk. Hard copies of the forms are available for purchase on the 14th floor of the Queensway Government Offices, 66 Queensway, Hong Kong. A complete set of the Registry’s specified forms including the new and revised forms is also available in the form of a CD-ROM for purchase at the above address.

10. Notices to Business Registration Office (IRBR1 and IRBR2) can be obtained free of charge at the Registry’s Information Counter on the 14th floor of the Queensway Government Offices or from the “Public Forms” – “Specified Forms” – “Incorporation of Local Companies” / “Non-Hong Kong Companies” section on the Registry’s website.

Enquiries

11. Enquiries concerning this circular should be directed to:-

Amendments relating to Part 2 of the Amendment Ordinance and One-stop Registration Service	Ms Fanny LAM, Assistant Registry Manager (New Companies)	(852) 2867 4790 fannylam@cr.gov.hk
Amendments relating to Part 5 of the Amendment Ordinance	Miss Angelina MOK, Assistant Registry Manager (Registration)	(852) 2867 4562 angelinamok@cr.gov.hk
	WU Wai-tat, Assistant Registry Manager (Development)	(852) 2867 4565 wrenwu@cr.gov.hk

Amendments relating to the
Business Registration
(Amendment) Ordinance 2010
and the One-stop Notification
Service

Ms Doris LAU,
Business Registration
Officer

(852) 2594 3141
yk_lau@ird.gov.hk

Ms Ada LL CHUNG
Registrar of Companies

c.c.: Commissioner of Inland Revenue
CR HQ/8-1/5/3 Pt.2
CR HQ/8-1/64 (C) Pt.6

(Updated in September 2011 – Paragraph 7 added)

**Parts 2 and 5 of the Companies (Amendment) Ordinance 2010
To come into effect from 21 February 2011**

Part 2 – Company Formation

1. Sections 6(1) and 12(1) of the Companies Ordinance (“CO”) have been revised to dispense with the requirements for a witness to attest the signature(s) of the founder member(s) in the memorandum of association and articles of association.
2. Section 14A(3) has been amended such that the incorporation forms can be signed by any person who is named in the form as a founder member.
3. The new sections 14A(2)(l) and 18A provide that the first director(s) of a company, if not being the founder member who signs the incorporation form, may give his/their consent(s) to act in the new specified Form NC3 “Consent to Act as First Director” if the respective statement of consent is not made in the incorporation form. Form NC3 must be delivered to the Registrar of Companies (“the Registrar”) not later than 14 days after the date of incorporation of the company, failing which the company, every officer who is in default, and the founder member who signed the incorporation form will be liable to a fine and, for continued default, to a daily default fine pursuant to section 18A(2).
4. Sections 9 and 15(1) have been revised to remove the requirements for a “signed” copy or a certified true copy of the original of the memorandum and articles of association (if any) to be registered with the Registrar. Instead, the founder member who signs the incorporation form shall, pursuant to the new sections 14A(2)(m) and (n), make a statement that the company’s memorandum and articles (if any) have been signed in accordance with sections 6 and 12, and that the contents of the copies of the company’s memorandum and articles delivered to the Registrar, with or without the part showing the signature and the date of signing, are the same as those of the original memorandum and articles signed by all founder members.

Part 5 – Electronic Communications with Registrar of Companies

1. Sections 346A and 346B have been added to empower the Registrar to specify the requirements for documents which are delivered to the Registry in the form of electronic records and to provide for the signing of such documents by using digital signature or password.
2. The Registrar is empowered to issue certificates in the form of electronic records under the new section 348BA.



致商業登記署通知書 Notice to Business Registration Office ⁽¹⁾

以下收集的資料只用作商業登記用途。這等資料會傳送給稅務局局長處理。在商業登記申請獲批准後，這等資料會存放在商業登記冊上，供公眾查閱，但不會存放在公司註冊處的登記冊上。

The following information is only collected for the purpose of Business Registration. The information will be transmitted to the Commissioner of Inland Revenue for processing. After the business registration application has been approved, the information will be kept under the Business Register, but not in the Companies Registry's register, for public search.

如在此後任何時間有任何適用商業登記證(在《商業登記條例》(第 310 章)第 6 條中界定)就本公司發出，本人欲選擇該等商業登記證內所註明的屆滿日期均為自其內所註明的生效日期起計的 3 年屆滿之日。

I elect that the expiry date to be endorsed on all applicable business registration certificates (as defined in section 6 of the Business Registration Ordinance (Cap. 310)) to be issued at any time hereafter in respect of this company shall be the date of the expiration of 3 years from the date of commencement endorsed thereon.

⁽²⁾ 是 Yes

否 No

(1) 根據《商業登記條例》(第 310 章) 第 5A(1) 及 5D(2) 條的規定，提出成立法團的申請人須把本通知書和訂明的商業登記費及徵費連同相關的申請表格 (表格 NC1 或 NC1G) 一併提交公司註冊處。

According to sections 5A(1) and 5D(2) of the Business Registration Ordinance (Cap. 310), an applicant for company incorporation must submit this notice and the prescribed business registration fee and levy together with the related application form (Form NC1 or NC1G) to the Companies Registry.

(2) 請在適用的空格內加上 ✓ 號。
Please tick the relevant box.



致商業登記署通知書 Notice to Business Registration Office ⁽¹⁾

以下收集的資料只用作商業登記用途。這等資料會傳送給稅務局局長處理。在商業登記申請獲批准後，這等資料會存放在商業登記冊上，供公眾查閱，但不會存放在公司註冊處的登記冊上。

The following information is only collected for the purpose of Business Registration. The information will be transmitted to the Commissioner of Inland Revenue for processing. After the business registration application has been approved, the information will be kept under the Business Register, but not in the Companies Registry's register, for public search.

本公司已根據《商業登記條例》(第 310 章)登記。

The company has already been registered under the Business Registration Ordinance (Cap. 310).

⁽²⁾ 是 Yes 商業登記號碼

Business registration number

否 No

請填妥以下部份 (須在向公司註冊處提交文件時繳付訂明的商業登記費及徵費)。

Please complete the parts below (the prescribed business registration fee and levy must be paid on delivery of the documents to the Companies Registry).

業務名稱
Name of business

中文
Chinese

(只適用於與公司
名稱不同)

(Complete only
if different from
Company Name)

英文
English

業務描述及業務性質
Description and nature of business

開業日期
Date of commencement of business

如在此後任何時間有任何適用商業登記證(在《商業登記條例》(第 310 章)第 6 條中界定)就本公司發出，本人欲選擇該等商業登記證內所註明的屆滿日期均為自其內所註明的生效日期起計的 3 年屆滿之日。

I elect that the expiry date to be endorsed on all applicable business registration certificates (as defined in section 6 of the Business Registration Ordinance (Cap. 310)) to be issued at any time hereafter in respect of this company shall be the date of the expiration of 3 years from the date of commencement endorsed thereon.

⁽²⁾ 是 Yes

否 No

(1) 根據《商業登記條例》(第310章) 第5B(1) 及 5D(2) 條的規定，提出註冊非香港公司的申請人須把本通知書連同相關的申請表格 (表格N1) 一併提交公司註冊處。

According to sections 5B(1) and 5D(2) of the Business Registration Ordinance (Cap. 310), an applicant for registration of a non-Hong Kong company must submit this notice together with the related application form (Form N1) to the Companies Registry.

(2) 請在適用的空格內加上 ✓ 號。
Please tick the relevant box.

No. 1888888
編號



公司註冊處
COMPANIES REGISTRY

CERTIFICATE OF INCORPORATION
公司註冊證書

I hereby certify that

本人謹此證明

SAMPLE CERTIFICATE COMPANY LIMITED
樣本證書有限公司

is this day incorporated in Hong Kong under the Companies Ordinance

於本日根據《公司條例》(香港法例第32章)

(Chapter 32 of the Laws of Hong Kong) and that this company is limited.

在香港註冊成為有限公司。

Issued on 21 February 2011.

本證書於二〇一一年二月二十一日發出。

(Signature)

Ms Ada L L CHUNG

Registrar of Companies

Hong Kong Special Administrative Region

香港特別行政區公司註冊處處長鍾麗玲

Note 註:

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

No. F88889
編號



公司註冊處
COMPANIES REGISTRY

**COMPANIES ORDINANCE
(CHAPTER 32)**
香港法例第32章
《公司條例》

**CERTIFICATE OF REGISTRATION
OF NON-HONG KONG COMPANY**
非香港公司註冊證明書

I hereby certify that

本人謹此證明

SPECIMEN CERTIFICATE CORPORATION

which was incorporated in **British Virgin Islands**
在 英屬維爾京群島

is registered in **Hong Kong** under Part XI of the Companies Ordinance.
註冊成立，並已根據《公司條例》第XI部在香港註冊。

Issued on 21 February 2011.

本證明書於二〇一一年二月二十一日發出。


(Signature)

Ms Ada L L CHUNG

.....
Registrar of Companies
Hong Kong Special Administrative Region
香港特別行政區公司註冊處處長鍾麗玲

請沿虛線剪下並將有效的商業/分行登記證展示在營業地點。

Please cut along the dotted line and display the valid business/branch registration certificate at business address.

<p>正本 ORIGINAL</p> <p>複本 DUPLICATE</p>	<p>表格 2 FORM 2 《商業登記條例》(第 310 章) BUSINESS REGISTRATION ORDINANCE (Chapter 310) 《商業登記規例》 BUSINESS REGISTRATION REGULATIONS 商業 / 分行登記證 Business / Branch Registration Certificate</p> 	<p>[第 5 條] [regulation 5]</p>
業務 / 法團所用名稱 Name of Business/ Corporation	X X 貨櫃運輸有限公司 KXX DXX TRANSPORTATION COMPANY LIMITED	
業務 / 分行名稱 Business/ Branch Name	***** *****	
地址 Address	X/F XXX GLOUCESTER ROAD WANCHAI HK	
業務性質 Nature of Business	CORP	
法律地位 Status	BODY CORPORATE	
生效日期 Date of Commencement	屆滿日期 Date of Expiry	登記證號碼 Certificate No.
01/04/2011	31/03/2012	5XXXXXXXXX-000-04-11-A
		登記費及徵費 (APP) Fee and Levy
		\$450 (登記費 FEE = \$ 0) (徵費 LEVY = \$ 450)
<p>請注意下列《商業登記條例》的規定：</p> <p>1. 第 6(6)條規定任何業務獲發商業登記證或分行登記證，並不表示該業務或經營該業務的人或受僱於該業務的僱員已遵從有關的任何法律規定。</p> <p>2. 第 12 條規定各業務須將其有效的商業登記證或有效的分行登記證於每一營業地點展示。</p>		
<p>Please note the following requirements of the Business Registration Ordinance:</p> <p>1. Section 6(6) provides that the issue of a business registration certificate or a branch registration certificate shall not be deemed to imply that the requirements of any law in relation to such business or to the persons carrying on the same or employed therein have been complied with.</p> <p>2. Section 12 provides that valid business registration certificate or valid branch registration certificate shall be displayed at every address where business is carried on.</p>		
<p>機印所示登記費及徵費收訖。 RECEIVED FEE AND LEVY HERE STATED IN PRINTED FIGURES.</p>		
	02/04/2011	123456789 \$450.00
<p>IRDB101B (12/2010)</p>		

SPECIMEN

複本